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## **ITE (HOLDINGS) LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8092)**

**(1) RESULTS OF ANNUAL GENERAL MEETING HELD ON 8 AUGUST 2012;  
 (2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;  
 AND  
 (3) NON-COMPLIANCE WITH INDEPENDENT NON-EXECUTIVE  
 DIRECTOR'S MINIMUM NUMBER**

The Board is pleased to announce that all proposed resolutions (except Resolution No. 4) set out in the Notice were duly passed by the Shareholders by way of poll at the Company's AGM held on 8 August 2012. Resolution No. 4 was withdrawn and not voted upon.

The Board also announces that Mr. Tang Siu, Henry retired as an independent non-executive Director, a member of audit committee, nomination committee and remuneration committee at the conclusion of the AGM.

Reference is made to the circular of the Company dated 27 June 2012 (the "Circular") and all resolutions proposed in the notice of the annual general meeting of the Company (the "AGM") (the "AGM Notice") which was circulated to the Shareholders on 27 June 2012. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Circular and the AGM Notice.

The board of directors of the Company (the "Board") is pleased to announce the poll results in respect of the resolutions proposed at the AGM held on 8 August 2012 as follows:

<b>Ordinary Resolutions</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors ("Directors") and auditors of the Company for the year ended 31 March 2012	413,598,348 (100%)	0 (0%)
2.	To re-elect Mr. Lau Hon Kwong, Vincent as Executive Director	407,490,348 (100%)	0 (0%)
3.	To re-elect Mr. George Roger Manho as Executive Director	413,598,348 (100%)	0 (0%)
4.	To re-elect Mr. Tang Siu, Henry as Independent Non-executive Director	N/A	N/A
5.	To authorize the Board to fix the remuneration of Directors	413,598,348 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
6.	To re-appoint auditors for the ensuring year and authorize the Board to fix their remuneration	413,598,348 (100%)	0 (0%)
7.	To give a general mandate to the Board to issue new shares	413,598,348 (100%)	0 (0%)
8.	To give a general mandate to the Board to repurchase shares	413,598,348 (100%)	0 (0%)
9.	To give a general mandate to the Board to issue new shares on shares repurchased	413,598,348 (100%)	0 (0%)

As more than half of the votes were cast in favour of the above resolutions (except Resolution No. 4), all the proposed resolutions (except Resolution No. 4) were duly passed as ordinary resolutions of the Company at the AGM.

As at the date of AGM, the total number of issued shares of the Company was 930,592,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM. No Shareholder was required to abstain from voting on any of the resolutions of the AGM. A total of 413,598,348 Shares were held by the Shareholders who attended and voted for or against the resolutions at the AGM. No Shareholder was entitled to attend and vote only against any of the resolutions at the AGM.

Ms. Winnie W. S. Suen, a Practising Certified Accountant, was appointed as scrutineer for the poll at the AGM.

#### **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board also announces that Mr. Tang Siu, Henry (“Mr. Tang”) who retired according to Article 108 of the Articles of Association, did not opt for re-election due to his health issue. Resolution No. 4 was therefore withdrawn and not voted upon. Mr. Tang thus retired an independent non-executive Director, a member of audit committee, nomination committee and remuneration committee at the conclusion of the AGM. Mr. Tang has confirmed that he has no disagreement with the Board and there is no matter which needs to be brought to the attention of Shareholders of the Company or the Stock Exchange in respect of his retirement.

The Board would like to express its sincere gratitude to Mr. Tang for his invaluable contribution to the Company during his tenure of office.

#### **NON-COMPLIANCE WITH INDEPENDENT NON-EXECUTIVE DIRECTORS’ MINIMUM NUMBER**

Following Mr. Tang’s resignation, the Company has only two independent non-executive Directors and two audit committee members, the number of which falls below the minimum number required under Rule 5.05(1) and 5.28 of the GEM Listing Rules. The Company is identifying suitable candidate to fill the vacancy of an independent non-executive Director and a member of audit committee of the Company with a view to fulfill the minimum required number of independent non-executive directors and audit committee members under Rules 5.05(1) and 5.28 of the GEM Listing Rules as soon as practicable and within 3 months from 8 August 2012. Further announcement will be made by the Company upon fulfillment of those requirements under Rules 5.05(1) and 5.28 of the GEM Listing Rules.

By order of the Board  
**ITE (Holdings) Limited**  
**Yeung Yuen Chun Mona**  
*Company Secretary*

Hong Kong, 8 August 2012

*The Board as of the date of this announcement comprises Mr. Lau Hon Kwong, Vincent, Mr. George Roger Manho, Mr. Cheng Kwok Hung and Mr. Liu Hoi Wah as executive directors; Dr. Lee Peng Fei, Allen and Mr. Kam Hau Choi, Anthony as independent non-executive directors.*

*This announcement, for which the directors of ITE (Holdings) Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from its date of publication and on the website of the Company at [www.hkite.com](http://www.hkite.com).*